

United States Bankruptcy Court District of Minnesota					VOLUNTARY PETITION				
Name of Debtor (if individual, enter Last, First, Middle): The Antioch Company, LLC					Name of Joint Debtor (Spouse)(Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Attached Other names used by Debtor					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 26-4069943					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one state all):				
Street Address of Debtor (No. and Street, City and State): 6401 8th Avenue South St. Cloud, MN 56301					Street Address of Joint Debtor (No. and Street, City and State):				
County of Residence or of the Principal Place of Business: Stearns County					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): 6401 8th Avenue South P.O. Box 1839 St. Cloud, MN 56301-1839					Mailing Address of Joint Debtor (if different from street address):				
Location of Principal Assets of Business Debtor (if different from street address above):									
Type of Debtor Form of Organization (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, <i>check this box and state type of entity below</i>)			Nature of Business (Check one box.) <input type="checkbox"/> Health Case Business <input type="checkbox"/> Single Asset Real Estate as defined 11 USC § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other			Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div>			
Chapter 15 Debtors Country of debtor's main interest: Each country in which a foreign proceeding by, regarding, or against debtor is pending:			Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. §101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee Attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. §101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. §101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliate) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. §1126(B).				
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE FOR COURT USE ONLY
Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-299</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input checked="" type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>									
Estimated Assets <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> 500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>									
Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> 500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>									

VOLUNTARY PETITION <i>(This page must be completed and filed in every case.)</i>		Document Page 2 of 17 Name of Debtor(s): The Antioch Company, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: Southern District of Ohio Western Division Dayton		Case Number: 08-35741	Date Filed: 11/13/2008
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment for Pending Cases		Case Number:	Date Filed:
District:		Relationship:	Judge:
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice require by 11 U.S.C. § 342(b). Signature of Attorney for Debtor(s) -- (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this district, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgement against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
<hr/> (Name of landlord that obtained judgement)			
<hr/> (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgement for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C § 362(1)).			

VOLUNTARY PETITION

(This page must be completed and filed in every case.)

Document Page 3 of 17

Name of Debtor(s):

The Antioch Company, LLC**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in the petition is true and correct.

Signature of Debtor

Signature of Joint Debtor

Telephone Number

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1511 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

/s/ Clinton E. Cutler (#158094)

Signature of Attorney for Debtor(s)

Clinton E. Cutler (#158094)
Fredrikson & Byron, P.A.
200 South Sixth Street
Suite 400
Minneapolis, MN 55402-1425
Email Address: ccutler@fredlaw.com
Phone: 612-492-7000 Facsimile: 612-492-7077

AND

Sean D. Malloy (OH#0073157)
McDonald Hopkins LLC
600 Superior Avenue East
Suite 2100
Cleveland, OH 44114-2653
Email Address: smalloy@mcdonaldhopkins.com
Phone: 216-348-5400 Facsimile: 216-348-5474

04/16/2013

Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b), and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notices of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

Signature of Preparer

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person, individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 100; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

/s/ Chris Veit

Signature of Authorized Individual

Chris Veit

Printed Name of Authorized Individual

CEO

Title of Authorized Individual

04/16/2013

Date

ATTACHMENT TO VOLUNTARY PETITION

**All Other Names used by the Debtor in the last 8 years
(include married, maiden, and trade names):**

1. Creative Memories
2. Antioch d/b/a
3. Agenda d/b/a
4. Antioch Publishing d/b/a
5. Cottage Arts d/b/a
6. Frame of Mind d/b/a
7. Webway

PENDING FILINGS

DEBTOR NAME	CASE #	DATE	DISTRICT	RELATIONSHIP	JUDGE
Antioch International-Canada, LLC			District of Minnesota	Indirect Subsidiary	
Antioch International, LLC			District of Minnesota	Subsidiary	
zeBlooms, LLC			District of Minnesota	Subsidiary	
Antioch Framers Supply, LLC			District of Minnesota	Subsidiary	
Antioch International-New Zealand, LLC			District of Minnesota	Indirect Subsidiary	
Creative Memories Puerto Rico, LLC			District of Minnesota	Indirect Subsidiary	

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

The Antioch Company, LLC,

Case No. _____
Chapter 11 Case

Debtor.

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Chris Veit, declare under penalty of perjury that I am the CEO of The Antioch Company, LLC, a Delaware limited liability company and that on April 16, 2013 the following resolution was duly adopted by the Board of Directors of this corporation:

"WHEREAS, after due and careful consideration of the financial situation of the Company and the Company's available alternatives, the Board of Directors of the Company (the "Board") has determined that it would be desirable and in the best interests of the Company to authorize the Chief Executive Officer to commence a voluntary chapter 11 case under the United States Bankruptcy Code (the "Bankruptcy Code") on behalf of the Company at a time to be determined by the Chief Executive Officer to be in the Company's best interests;

NOW THEREFORE, IT IS HEREBY:

RESOLVED, that the Company is hereby authorized to file a voluntary chapter 11 petition seeking relief under the provisions of the Bankruptcy Code, subject to any requirements in the Company's Limited Liability Company Agreement; and it is

FURTHER RESOLVED, that the Chief Executive Officer of the Company (the "Authorized Officer") is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a petition for relief under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Minnesota, at such time as said officer executing the same shall determine; and it is

FURTHER RESOLVED, that the law firm of McDonald Hopkins LLC is hereby employed as lead counsel for the Company in the Company's chapter 11 case, subject to bankruptcy court approval; and it is

FURTHER RESOLVED, that the law firm Fredrickson & Byron, P.A. is hereby employed as local Minnesota counsel for the Company in the Company's chapter 11 case, subject to bankruptcy court approval."

Executed on: April 16, 2013

Signed: /e/ Chris Veit
Chris Veit, CEO
6401 8th Avenue South
P.O. Box 1839
St. Cloud, MN 56301-1839

UNITED STATES BANKRUPTCY COURT**District of Minnesota**In re The Antioch Company, LLC,
DebtorCase No. _____
Chapter 11**LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 30 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. If a minor child is one of the creditors holding the 30 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
Oldham, Dawn 7537 Pointview Circle Orlando, FL 32836	Oldham, Dawn 7537 Pointview Circle Orlando, FL 32836	BENEFIT PLAN PARTICIPANT		\$1,257,992.66
LF Centennial Pte. Ltd. 10 Raeburn Park 03-08 Block A. Singapore, 088702, SG	LF Centennial Pte. Ltd. 10 Raeburn Park 03-08 Block A. Singapore, 088702, SG	TRADE DEBT		\$1,182,338.37
Holmlund, Sharon H. 1315 Cassins Street Carlsbad, CA 92011	Holmlund, Sharon H. 1315 Cassins Street Carlsbad, CA 92011	BENEFIT PLAN PARTICIPANT		\$1,161,817.38
Johnson, Lynelle S. 15545 Quickert Road Saratoga, CA 95070	Johnson, Lynelle S. 15545 Quickert Road Saratoga, CA 95070	BENEFIT PLAN PARTICIPANT		\$872,861.16
Hiestand, Carol 1099 Rose Avenue Des Plaines, IL 60016	Hiestand, Carol 1099 Rose Avenue Des Plaines, IL 60016	BENEFIT PLAN PARTICIPANT		\$802,745.82
Range Printing 1022 Madison Street Brainerd, MN 56401	Range Printing 1022 Madison Street Brainerd, MN 56401	TRADE DEBT		\$551,789.74
Morgan, Victoria A. 140 Glen Street Yellow Springs, OH 45387	Morgan, Victoria A. 140 Glen Street Yellow Springs, OH 45387	BENEFIT PLAN PARTICIPANT		\$492,787.85
Keyton, Christy J. 1801 West Main Street, Ste 2 Dothan, AL 36301	Keyton, Christy J. 1801 West Main Street, Ste 2 Dothan, AL 36301	BENEFIT PLAN PARTICIPANT		\$455,948.93
Bellisario, Karis N. 3409 Ramsgate Way Fort Smith, AZ 72908	Bellisario, Karis N. 3409 Ramsgate Way Fort Smith, AZ 72908	BENEFIT PLAN PARTICIPANT		\$451,321.57

UNITED STATES BANKRUPTCY COURT

District of Minnesota

In re The Antioch Company, LLC,
Debtor

Case No. _____
Chapter 11

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim [if secured also state value of security]
United Parcel Service Lockbox 577 Carol Stream, IL 60132-0577	United Parcel Service Lockbox 577 Carol Stream, IL 60132-0577	TRADE DEBT		\$406,744.73
Wallace, Diane L. 1254 Canterbury Lane Fullerton, CA 92831	Wallace, Diane L. 1254 Canterbury Lane Fullerton, CA 92831	BENEFIT PLAN PARTICIPANT		\$403,311.62
3L Corporation 111 Marquardt Drive Wheeling, IL 60090	3L Corporation 111 Marquardt Drive Wheeling, IL 60090	TRADE DEBT		\$350,218.45
Chittick, Annita Katy 12141 Argyle Drive Los Alamitos, CA 90720	Chittick, Annita Katy 12141 Argyle Drive Los Alamitos, CA 90720	BENEFIT PLAN PARTICIPANT		\$313,879.72
Keating Muething & Klekamp One East Fourth Street Cincinnati, OH 45202	Keating Muething & Klekamp One East Fourth Street Cincinnati, OH 45202	PROFESSIONAL SERVICES		\$310,314.99
GLS Integrated Communications 6845 Winnetka Circle Minneapolis, MN 55428	GLS Integrated Communications 6845 Winnetka Circle Minneapolis, MN 55428	TRADE DEBT		\$265,737.25
Next Wave Logistics 28377 Davis Parkway Suite 607A Warrenville, IL 60555	Next Wave Logistics 28377 Davis Parkway Suite 607A Warrenville, IL 60555	TRADE DEBT		\$263,802.05
Nancy O'Dell Enterprises 151 El Camino Drive Beverly Hills, CA 90212	Nancy O'Dell Enterprises 151 El Camino Drive Beverly Hills, CA 90212	TRADE DEBT		\$261,040.33
Stearns County Treasurer P.O. Box 728 Saint Cloud, MN 56302	Stearns County Treasurer P.O. Box 728 Saint Cloud, MN 56302	TRADE DEBT		\$260,484.00
Hilde, Leilin 13958 150th Street Osakis, MN 56360	Hilde, Leilin 13958 150th Street Osakis, MN 56360	BENEFIT PLAN PARTICIPANT		\$245,308.39
Levimo 140 Glen Street Yellow Springs, OH 45387	Levimo 140 Glen Street Yellow Springs, OH 45387	TRADE DEBT		\$213,638.00
Hanson, Patty A. 2829 Dozer Road Billings, MT 59101	Hanson, Patty A. 2829 Dozer Road Billings, MT 59101	BENEFIT PLAN PARTICIPANT		\$179,688.89
Robinson, Katie H. 8274 S Pine Springs Cove Sandy, UT 84093	Robinson, Katie H. 8274 S Pine Springs Cove Sandy, UT 84093	BENEFIT PLAN PARTICIPANT		\$173,300.39

UNITED STATES BANKRUPTCY COURT

District of Minnesota

In re The Antioch Company, LLC,
Debtor

Case No. _____
Chapter 11

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
Midland Paper 1860 Elm Street Minneapolis, MN 55413	Midland Paper 1860 Elm Street Minneapolis, MN 55413	TRADE DEBT		\$168,638.38
Summers, Jody 12970 Carrington Court Auburn, CA 95603	Summers, Jody 12970 Carrington Court Auburn, CA 95603	BENEFIT PLAN PARTICIPANT		\$165,988.41
Hempe, Melanie H. 2525 Honey Creek Lane Matthews, NC 28105	Hempe, Melanie H. 2525 Honey Creek Lane Matthews, NC 28105	BENEFIT PLAN PARTICIPANT		\$156,403.06
Branwell, Meda 9729 Sunset Hill Drive Loan Tree, CO 80124	Branwell, Meda 9729 Sunset Hill Drive Loan Tree, CO 80124	BENEFIT PLAN PARTICIPANT		\$148,305.14
Adventure Creative Group 110 NW 3rd Street Brainerd, MN 56401	Adventure Creative Group 110 NW 3rd Street Brainerd, MN 56401	TRADE DEBT		\$145,475.67
C.H. Robinson Worldwide P.O. Box 9121 Minneapolis, MN 55480-9121	C.H. Robinson Worldwide P.O. Box 9121 Minneapolis, MN 55480-9121	TRADE DEBT		\$126,522.19
Sturgeon, Madelyn 11116 Hurdle Hill Drive Potomac, MD 20854	Sturgeon, Madelyn 11116 Hurdle Hill Drive Potomac, MD 20854	BENEFIT PLAN PARTICIPANT		\$122,279.93
Express Employment 1410 West St. Germain Street Ste 103 St. Cloud, MN 56301	Express Employment 1410 West St. Germain Street Ste 103 St. Cloud, MN 56301	TRADE DEBT		\$107,709.34

B 6D (Official Form 6D)(12/07)

In re The Antioch Company, LLC
Debtor

Case No. _____
(If known)

DECLARATION REGARDING LIST OF CREDITORS

DECLARATION UNDER PENALTY OF PERJURY REGARDING the TOP 30 UNSECURED CLAIMS ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, Chris Veit, the CEO of the The Antioch Company, LLC named as debtor in this case, declare under penalty of perjury that I have read the foregoing list of creditors holding 30 largest unsecured claims, and that they are true and correct to the best of my knowledge, information, and belief.

Date: 04/16/2013

Signature: /e/Chris Veit
CEO

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571*

**United States Bankruptcy Court
District of Minnesota**

In re The Antioch Company, LLC

Debtor(s)

Case No. _____

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for The Antioch Company, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Bank of America, N.A.

Fifth Third Bank

PNC Bank, N.A.

Antioch Creditor/Equityholder Trust (Wilmington Trust N.A. acts the Trustee)

☐ None [*Check if applicable*]

April 16, 2013

Date

/e/ Clinton E. Cutler

Clinton E. Cutler 158094

Signature of Attorney or Litigant

Co-Counsel for

The Antioch Company, LLC

Fredrikson & Byron, P.A.

200 South Sixth St

Suite 4000

Minneapolis, MN 55402

612.492.7000 Fax:612.492.7077

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:)	
)	Case No. 13-_____
THE ANTIOCH COMPANY, LLC,)	
a Delaware limited liability company,)	Chapter 11
)	
Debtor.)	
)	
(Federal Tax I.D. No. 26-4069943))	
)	

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Bank of America, N.A c/o Irina Logovinsky 135 South LaSalle St., 8 th Floor Chicago, IL 60603 <u>With a copy to:</u> Andrew T. Golomb Bank of America - Legacy Investments 101 S. Tryon St. NC1-002-23-92 Charlotte, NC 28255-0001	Class A Preferred Units	3,571.43	Preferred Member

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<p>Fifth Third Bank c/o Mary Van Den Broek Portfolio Manager Assistant Vice President Special Assets Group 1 South Main Street MD 33298P Dayton, Ohio 45402</p> <p><u>With a copy to:</u> Terry Warncke, Vice President Fifth Third Bank Special Assets Group 1 South Main Street MD 33298P Dayton, Ohio 45402</p>	Class A Preferred Units	3,571.43	Preferred Member
<p>PNC Bank, N.A. c/o David Denny, Vice President 201 E. Fifth St. Locator B1-BM01-03-5 Cincinnati, Ohio 45202</p>	Class A Preferred Units	2,857.14	Preferred Member
<p>Antioch Creditor/Equityholder Trust (Wilmington Trust, N.A. acts the Trustee) c/o Wilmington Trust FSB Corporate Client Services Attn: Joseph H. Clark 591 Broadway, Ste 2A New York, NY 10012</p> <p><u>With a copy to:</u> Wilmington Trust FSB Attn: Peter Finkel 50 South Sixth St., Ste 1290 Minneapolis, MN 55407</p>	Common Units	1,000	Counsel Member

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:)	
)	Case No. 13-_____
THE ANTIOCH COMPANY, LLC,)	
a Delaware limited liability company,)	Chapter 11
)	
Debtor.)	
)	
(Federal Tax I.D. No. 26-4069943)))	
)	

**DECLARATION UNDER PENALTY OF PERJURY ON
BEHALF OF CORPORATION OR PARTNERSHIP**

I, Chris Veit, CEO of the company named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date: April 16, 2013

Signature: /e/ Chris Veit

Printed Name: Chris Veit

Title: CEO

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Minnesota**

In re The Antioch Company, LLC

Debtor

Case No. 13-
Chapter 11

STATEMENT OF COMPENSATION BY ATTORNEY FOR DEBTOR

The undersigned, pursuant to Local Rule 1007-1, Bankruptcy Rule 2016(b) and § 329(a) of the Bankruptcy Code, states that:

1. The undersigned is the attorney for the debtor in this case and files this statement as required by applicable rules.
2.
 - (a) The filing fee paid by the undersigned to the clerk for the debtor in this case is: \$1,213.00
 - (b) The compensation paid or agreed to be paid by the debtor to the undersigned is: hourly rate as allowed by the Court
 - (c) Prior to filing this statement, the debtor paid to the undersigned: See Application to Employ
 - (d) The unpaid balance due and payable by the debtor to the undersigned is: See 2(b)
3. The services rendered or to be rendered include the following:
 - (a) analysis of the financial situation and rendering advice and assistance to the debtor in determining whether to file a petition under Title 11 of the United States Code;
 - (b) preparation and filing of the petition, exhibits, attachments, schedules, statements and lists and other documents required by the court;
 - (c) representation of the debtor at the meeting of creditors;
 - (d) negotiations with creditors; and
 - (e) other services reasonably necessary to represent the debtor in this case.
4. The source of all payments by the debtor to the undersigned was or will be from earnings or other current compensation of the debtor, and the undersigned has not received and will not receive any transfer of property other than such payments by the debtor, except as follows: None.
5. The undersigned has not shared or agreed to share with any other person other than with members of undersigned's law firm any compensation paid or to be paid.

Dated: April 16, 2013

Signed: /e/ Sean D. Malloy

Sean D. Malloy (OH#73157)
McDonald Hopkins LLC
600 Superior Avenue, East - Ste 2100
Cleveland, OH 44114
Phone (216) 348-5400
Fax (216) 348-5474
PROPOSED ATTORNEYS FOR DEBTOR

**United States Bankruptcy Court
District of Minnesota**

In re The Antioch Company, LLC

Debtor

Case No. 13-
Chapter 11

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5. The undersigned has not shared or agreed to share with any other person other than with members of undersigned's law firm any compensation paid or to be paid.

Dated: April 16, 2013

Signed: /e/ Clinton E. Cutler

Clinton E. Cutler (#158094)
Douglas W. Kassebaum (#0386802)
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402
Phone (612) 492-7000
Fax (612) 492-7077
PROPOSED ATTORNEYS FOR DEBTOR

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

The Antioch Company, LLC,

Debtor(s).

SIGNATURE DECLARATION

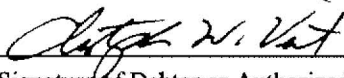
Case No. _____

____ PETITION, SCHEDULES & STATEMENTS
____ CHAPTER 13 PLAN
____ SCHEDULES AND STATEMENTS ACCOMPANYING VERIFIED CONVERSION
____ AMENDMENT TO PETITION, SCHEDULES & STATEMENTS
____ MODIFIED CHAPTER 13 PLAN
☒ OTHER (Please describe: Partial Chapter 11 Case)

I [We], the undersigned debtor(s) or authorized representative of the debtor, ***make the following declarations under penalty of perjury:***

- The information I have given my attorney and provided in the electronically filed petition, statements, schedules, amendments, and/or chapter 13 plan, as indicated above, is true and correct;
- The information provided in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case is true and correct;
- **[individual debtors only]** If no Social Security Number is included in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case, it is because I do not have a Social Security Number;
- I consent to my attorney electronically filing with the United States Bankruptcy Court my petition, statements and schedules, amendments, and/or chapter 13 plan, as indicated above, together with a scanned image of this Signature Declaration and the completed "Debtor Information Pages," if applicable; and
- **[corporate and partnership debtors only]** I have been authorized to file this petition on behalf of the debtor.

Date: 4/16/2013

X 
Signature of Debtor or Authorized Representative

Chris Veit, CEO
Printed Name of Debtor or Authorized Representative

X _____
Signature of Joint Debtor

Printed Name of Joint Debtor